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**The Huntington National Bank**

105 East Fourth Street, Suite 200,  
Cincinnati, OH 45202  
513/639-8342; fax 513/877-343-5676

**SURFACE TRANSPORTATION BOARD**

Surface Transportation Board  
Office of Proceedings  
395 E Street, SW  
Washington, DC 20423-0001

March 9, 2012

Dear Surface Transportation Board,

RECEIVED  
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MANAGEMENT  
STB

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) is a copy of a Memorandum of Lease, dated as of May 20, 2010, a primary document as defined in the Board's Rules of Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Huntington National Bank  
105 East Fourth Street, Suite 120  
Cincinnati, OH 45202

Lessee: American Railcar Leasing  
10 Clark St  
St. Charles, MO 63301

A short summary of the document to appear in the index is:

Memorandum of Lease.

Memorandum of Assignment

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

If you have any questions, please don't hesitate to call.

Sincerely,

**Todd A. Schemmel**  
Sales Coordinator  
**The Huntington National Bank**  
105 East 4th Street CN01  
Cincinnati, OH 45202  
Direct Line: (513) 639-8342  
Fax: (877) 343-5676  
[Todd.Schemmel@Huntington.com](mailto:Todd.Schemmel@Huntington.com)

TRANSPORTATION NO. 30118 A

MAR 12 '12 4 12 PM

SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF ASSIGNMENT OF LEASE

dated as of November 17, 2010

between

THE HUNTINGTON NATIONAL BANK  
as Assignee

and

AMERICAN RAILCAR LEASING LLC  
as Assignor

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO  
49 U.S.C. §11301 on November \_\_\_\_, 2010 at \_\_\_\_:\_\_\_\_ \_\_.m.

## MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE is made and entered into as of November 17, 2010, by and between THE HUNTINGTON NATIONAL BANK (the "Assignee") and AMERICAN RAILCAR LEASING LLC (the "Assignor"), with reference to the following:

Assignor, as Lessor, and BASF CORPORATION, as Lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement dated as of May 12, 2010, and, pursuant thereto, that certain Schedule No. 01 dated July 01, 2010 (collectively, the "Lease"), pertaining to the railcars described therein and further described on Exhibit No. 1 attached hereto (the "Railcars"), and,

Assignor, as Lessor, and CEREAL FOOD PROCESSORS, INC., as Lessee, have heretofore executed that certain Rail Equipment Net Leasing Agreement dated as of October 20, 2009, and, pursuant thereto, that certain Schedule No. 01 dated November 17, 2010 (collectively, the "Lease"), pertaining to the railcars described therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

Assignor, as assignor, and Assignee, as assignee, have executed that certain Assignment and Specification of Assigned Lease Schedule dated as of the date hereof to that certain Master Assignment Agreement dated as of November 17, 2010 by and between Assignor and Assignee, pursuant to which (a) Assignor has assigned to Assignee all of Assignor's rights and obligations under the Lease and Assignee has assumed from Assignor all of Assignor's rights and obligations under the Lease, in each case, solely with respect to the assigned Railcars, and (b) Assignor has sold the assigned Railcars to Assignee.

The parties hereto wish to show for public record this Memorandum of Assignment of Lease to provide notice of such assignment.

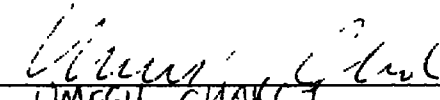
This Memorandum of Assignment of Lease relates only to the sale by Assignor to Assignee of the assigned Railcars described herein and the assignment by Assignor to Assignee of the Lease solely as it pertains to such Railcars.

This Memorandum of Assignment of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Assignment of Lease.


[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease to be executed as of the date first above written.

AMERICAN RAILCAR LEASING LLC

By:   
Name: UMESH CHOKSI  
Title: CFO

THE HUNTINGTON NATIONAL BANK

By:   
Name: Todd A. Schennel  
Title: Sales Coordinator

**EXHIBIT NO. 1**  
**TO MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**  
**DESCRIPTION OF RAILCARS**

**Company : American Railcar Leasing LLC (ARL) , 100 Clark Street, St Charles, MO 63301**

**Buyer: The Huntington National Bank, 105 East Fourth St., CN01, Cincinnati, OH 45202**

**Car Description:**

**(19) 5650cf, Pressure Differential Covered Hopper, car type C614**

**Car marks: SHPX 450857 -SHPX 450875 ;**

**(35) 4690cf, Covered Hopper, car type C313**

**Car marks: SHPX 454853- SHPX 454887**

1	SHPX 450857	28	SHPX 454861
2	SHPX 450858	29	SHPX 454862
3	SHPX 450859	30	SHPX 454863
4	SHPX 450860	31	SHPX 454864
5	SHPX 450861	32	SHPX 454865
6	SHPX 450862	33	SHPX 454866
7	SHPX 450863	34	SHPX 454867
8	SHPX 450864	35	SHPX 454868
9	SHPX 450865	36	SHPX 454869
10	SHPX 450866	37	SHPX 454870
11	SHPX 450867	38	SHPX 454871
12	SHPX 450868	39	SHPX 454872
13	SHPX 450869	40	SHPX 454873
14	SHPX 450870	41	SHPX 454874
15	SHPX 450871	42	SHPX 454875
16	SHPX 450872	43	SHPX 454876
17	SHPX 450873	44	SHPX 454877
18	SHPX 450874	45	SHPX 454878
19	SHPX 450875	46	SHPX 454879
		47	SHPX 454880
20	SHPX 454853	48	SHPX 454881
21	SHPX 454854	49	SHPX 454882
22	SHPX 454855	50	SHPX 454883
23	SHPX 454856	51	SHPX 454884
24	SHPX 454857	52	SHPX 454885
25	SHPX 454858	53	SHPX 454886
26	SHPX 454859	54	SHPX 454887
27	SHPX 454860		